

QUOTIENT TECHNOLOGY INC.

Reported by
BOAL STEVEN R.

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 03/20/18 for the Period Ending 03/16/18

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Industry Advertising & Marketing

Sector Consumer Cyclicals

Fiscal Year 12/31

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See Instruction 1(b).*

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Boal Steven R. (Last) (First) (Middle) C/O QUOTIENT TECHNOLOGY INC., 400 LOGUE AVENUE (Street) MOUNTAIN VIEW, CA 94043 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol Quotient Technology Inc. [QUOT]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman			
			3. Date of Earliest Transaction (MM/DD/YYYY) 3/16/2018							
			4. If Amendment, Date Original Filed (MM/DD/YYYY)				6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date 3/16/2018	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/16/2018		S ⁽¹⁾		50,000	D	\$14.3119 ⁽²⁾	3,237,445	D	
Common Stock								7,882	I	By Family Trust ⁽³⁾
Common Stock								564,328	I	By Trust ⁽⁴⁾
Common Stock								564,328	I	By Wife Trust ⁽⁵⁾
Common Stock								3,237	I	By Child Trust ⁽⁶⁾
Common Stock								3,237	I	By Child Trust ⁽⁷⁾
Common Stock								3,237	I	By Child Trust ⁽⁸⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	(A)	(D)					

Explanation of Responses:

- (1) The sales reported on this Form 4 were sold by the reporting person pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 16, 2018.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.25 to \$14.375, inclusive. The reporting person undertakes to provide Quotient Technology, Inc., any security holder of Quotient Technology, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) These shares are held directly by the SMSEJ Family Trust U/A dated July 18, 2005 of which Mr. Boal is a co-trustee.
- (4) These shares are held directly by Steven R Boal TTEE of the Steven R Boal Annuity Trust dated December 6, 2013.
- (5) These shares are held directly by Steven R Boal TTEE of the Michele L Boal Annuity Trust dated December 6, 2013.
- (6) These shares are held directly by Stuart Shiff TTEE of the EBB 2011 Trust dated September 23, 2011.
- (7) These shares are held directly by Stuart Shiff TTEE of the JMB 2011 Trust dated September 23, 2011.
- (8) These shares are held directly by Stuart Shiff TTEE of the SEB 2011 Trust dated September 23, 2011.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boal Steven R. C/O QUOTIENT TECHNOLOGY INC. 400 LOGUE AVENUE MOUNTAIN VIEW, CA 94043	X		Executive Chairman	

Signatures/s/Margaret Tong Atty-in-Fact for Steven R Boal3/20/2018

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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